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KENNETH L. SCHROEDER

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

SECURITIES AND EXCHANGE
COMMISSION.

No. C 07 3798 JW

Plaintiff,

1

KENNETH L. SCHROEDER

Defendant.

**DECLARATION OF JEFFREY B.
COOPERSMITH IN SUPPORT OF
STIPULATION AND [PROPOSED] ORDER
TO CONTINUE THE HEARING, SET THE
BRIEFING SCHEDULE AND SET THE
BRIEFING FORMAT ON THE MOTION
OF KENNETH L. SCHROEDER TO
COMPEL FURTHER RESPONSES TO
DISCOVERY REQUESTS (TESTIMONY
AND DOCUMENTS) BY (1) KLA-TENCOR
CORPORATION AND (2) SKADDEN,
ARPS, SLATE, MEAGHER & FLOM LLP,
ATTORNEYS FOR THE SPECIAL
COMMITTEE OF KLA'S BOARD OF
DIRECTORS**

Date: August 26, 2008
Time: 10:00 A.M.

Courtroom: 8
Magistrate Judge Howard R. Lloyd

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2 I, Jeffrey B. Coopersmith, declare as follows:

3 1. I am an attorney licensed to practice law in the State of California and am admitted
4 to practice before this honorable Court. I am one of the attorneys representing Defendant
5 Kenneth L. Schroeder in this case.

6 2. On June 9, 2008, Mr. Schroeder filed the Motion Of Kenneth L. Schroeder To
7 Compel Further Responses To Discovery Requests (Testimony And Documents) By (1) KLA-
8 Tencor Corporation And (2) Skadden, Arps, Slate, Meagher & Flom LLP, Attorneys For The
9 Special Committee Of KLA's Board Of Directors (the "Motion to Compel"). Mr. Schroeder
10 originally set the Motion to Compel for hearing July 15, 2008.

11 3. Pursuant to the Court's directive at the January 29, 2008 status conference,
12 Mr. Schroeder filed a single, consolidated Motion to Compel setting out his arguments
13 concerning both KLA-Tencor Corporation ("KLA") and Skadden, Arps, Slate, Meagher & Flom
14 LLP and several individual Skadden, Arps, Slate, Meagher & Flom attorneys (collectively
15 "Skadden"),¹ in lieu of two or more 25-page motions.

16 4. At the request of counsel for KLA, on June 23, 2008, Mr. Schroeder continued the
17 hearing date for the Motion to Compel to August 26, 2008.

18 5. Counsel for KLA and Skadden have requested that the hearing date for Mr.
19 Schroeder's Motion to Compel be continued for an additional two weeks, to September 9, 2008,
20 in light of the significance and complexity of the issues raised by the motion, and to allow the
21 parties to continue to meet and confer to attempt to reduce the scope of the issues and discovery
22 disputes that the Court would need to consider in connection with the Motion to Compel.

23 6. Counsel for KLA and Skadden have informed me that they believe the it would be
24 both appropriate and efficient for KLA and Skadden to file separate oppositions to the Motion to
25 Compel, with each brief not to exceed 25 pages in length, no later than August 1, 2008. In light
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27 ¹ The individual attorneys served with subpoenas include Elizabeth Harlan, Galen Bellamy, Jack
28 DiCanio, Zvi Gabby, Victoria Holstein-Childress, Cale Keable, Morgan Lopez, Richard
Marmaro, Thomas McDonald, Lanelle Meidan, Jonah Van Zandt and Sherry Wu.

1 of that, counsel for KLA, Skadden and Mr. Schroeder have also agreed that it would be
2 appropriate for Mr. Schroeder to file, at his election, one consolidated reply brief not to exceed 30
3 pages in length, or two separate reply briefs, each not to exceed 15 pages in length, no later than
4 August 26, 2008.

5 7. Counsel for Plaintiff Securities and Exchange Commission has informed me that
6 the Commission does not object to KLA's and Skadden's request for a continuance, or to the
7 parties' agreed briefing arrangements.

8 I declare under penalty of perjury that the foregoing is true and correct.

10 Dated: July 25, 2008 /s/ Jeffrey B. Coopersmith
11 JEFFREY B. COOPERSMITH

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